

B20

14863-I
14863-J

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.

20006-2973
RECORDATION NO. 14863 I
Filed 1426

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

RECORDATION NO. 14863-J
Filed 1426

JUN 11 1987 - 11 40 AM

June 11, 1987

INTERSTATE COMMERCE COMMISSION

JUN 11 1987 - 11 40 AM
INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

No. 7-162A015
Date JUN 11 1987
Fee \$ 20.00

ICC Washington, D. C.

RECEIVED
JUN 11 11 34 AM '87
MOTOR OPERATING UNIT
THE SECRETARY
ICC OFFICE OF

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 4, dated as of May 29, 1987, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 4, dated as of May 29, 1987, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, between ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/
Assignor: ACF Industries, Incorporated
1370 Avenue of the Americas
New York, New York 10019

Mortgagee/
Assignee: Fleet National Bank, individually
and as agent
111 Westminster Street
Providence, Rhode Island

Counterpart - CT. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
June 11, 1987
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached to this letter and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

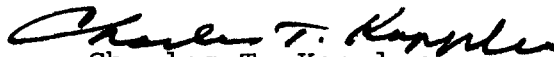
Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$20 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 4, dated as of May 29, 1987, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985; and Supplement No. 4, dated as of May 29, 1987, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, covering the deletion of railroad rolling stock.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT A

CAR NUMBERS	DATE BUILT	CAR COST	NUMBER OF CARS	AAR DESIGNATION
39744 - 39746	12/86	126,423	3	C214
39750 - 39751	12/86	84,282	2	
39756 - 39769	12/86	589,974	14	
39771 - 39774	12/86	168,564	4	
39776 - 39777	12/86	84,282	2	
40701 - 40730	10/86	1,345,266	30	
40751 - 40850	11/86	4,340,022	100	
40851 - 40953	12/86	4,400,853	103	
40731 - 40750	12/86	1,255,140	20	
51302 - 51305	10/86	252,195	4	C614
51306	11/86	65,018	1	
51327 - 51338	9/86	802,948	12	
51339 - 51352	10/86	921,560	14	
51353 - 51384	11/86	2,093,288	32	
51385 - 51391	12/86	446,124	7	
51395 - 51400	12/86	378,750	6	
51405	12/86	63,125	1	
51407	12/86	63,125	1	
51415	12/86	63,125	1	
51417 - 51418	12/86	126,250	1	T104
51420	12/86	63,125	2	
71463 - 71477	10/86	605,706	15	
71571 - 71590	12/86	712,620	20	
71683 - 71687	12/86	189,470	5	
71439	10/86	44,872	1	
71445	10/86	44,873	1	
71451 - 71456	10/86	269,238	6	T105
71458 - 71462	10/86	224,365	5	
71561 - 71562	11/86	80,880	2	
71566 - 71570	11/86	202,200	5	
71478 - 71480	9/86	130,722	3	
71536 - 71540	11/86	228,817	5	
71394 - 71396	9/86	115,593	3	
71496 - 71525	11/86	1,029,540	30	
71541 - 71560	12/86	778,980	20	
71650 - 71669	12/86	765,710	20	T108
71526 - 71535	12/86	388,470	10	
				T645

<u>Car Number</u>	<u>Quantity</u>	<u>AAR Designation</u>	<u>Cost</u>
39747-39749	3	C214	\$ 126,579
39752-39755	4	"	\$ 168,772
39770	1	"	\$ 42,193
39775	1	"	\$ 42,193
39778-39822	45	"	\$ 1,898,694
40954-41036	83	"	\$ 3,699,198
41037-41049	13	"	\$ 583,110
41051-41054	4	"	\$ 179,420
64504-64505	2	"	\$ 111,064
64536-64606	71	C214	\$ 3,612,379
41076-41077	2	C614	\$ 127,173
51427-51428	2	"	\$ 138,926
71591-71599	9	T073	\$ 628,550
77292-77297	6	T906	\$ 408,406

757

ICC Copy
14863-I

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

SUPPLEMENT NO. 4

RECORDATION NO. 14863-1 Filed 1425

TO

SCHEDULE B

JUN 11 1987 - 11 40 AM

ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE

AND SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

DATED DECEMBER 13, 1985

BETWEEN

ACF INDUSTRIES, INCORPORATED

("DEBTOR")

AND

FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended by deleting therefrom the following described

Collateral (as defined in the Loan Agreement), which Collateral is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement:

See Schedule II annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed as of this 29th day of May, 1987.

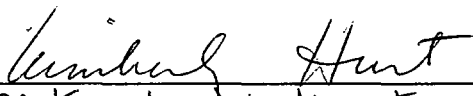
ACF INDUSTRIES, INCORPORATED

By

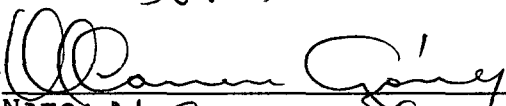

Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By


Name: Kimberly Hunt
Title: SUP

By


Name: M. Carmen Gomez
Title: Corp. Lending Officer

Schedule II

page 1 of 2

<u>CAR NUMBERS</u>	<u>DATE BUILT</u>	<u>CAR COST</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
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Schedule II

Page 2 of 2

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71591-71599	9	T073	\$ 628,550
77292-77297	6	T906	\$ 408,406

STATE OF NEW YORK)

: SS.:

COUNTY OF NEW YORK)

ON THIS 10th DAY OF June, 1987, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 HEWLETT AVENUE, MERRICK, N.Y., that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Richard M. Kahn

RICHARD M. KAHN
Notary Public, State of New York
No. 31-4862573

Qualified in New York County
Certificate Filed in New York County
Commission Expires July 14, 1988

STATE OF NEW YORK)

: SS.:

COUNTY OF NEW YORK)

On this 10th day of June, 1987, before me personally came Kimberly W. Hunt, to me known, who being to me duly sworn, did depose and say that she resides at 130 E. 67 St. N.Y. N.Y. 10021, that she is the Jr. Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178

Qualified in Queens County
Commission Expires February 28, 1990

STATE OF NEW YORK)

: SS.:

COUNTY OF NEW YORK)

On this 10th day of June, 1987, before me personally came M. Carmen Gomez, to me known, who being to me duly sworn, did depose and say that she resides at 144-20 38th Avenue, Flushing N.Y. 11354, that he is the Corporate Lending Officer of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178

Qualified in Queens County
Commission Expires February 28, 1990